

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

14	2025
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OMB APPROVAL						
OMB Num		3235-0076				
Expires:	April	30,2008 je burden				
hours per r	espon	se 16.00				

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Serial
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1

UNIFORM LIMITED OFFERING EXEMPTION	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	07075944
1. Enter the information requested about the issuer	0.0.0044
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Big Fight Production 5. LLc	
121 Windsor Ave. Narberth PA 19072 610 91	nber (Including Area Code) - - nber (Including Area Code)
Brief Description of Business	
Production company producing an independent	full-length feature
Type of Business Organization corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed	LLAPROCESSED
Month Year Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: Different Woletter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction	SEP 1 3 2007 THOMSON
GENERAL INSTRUCTIONS	FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 C 77d(6).	- 1. 1.2
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deeme and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copie photocopies of the manually signed copy or bear typed or printed signatures.	es not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report the name of the is thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B not be filed with the SEC.	•
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in	those states that have adopted

- ATTENTION

ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

this notice and must be completed.

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•	Each	promoter o	f the is	suer, if the	issuer l	has been organized v	vithin	the past five years	:				
•	Each	beneficial o	owner h	aving the p	ower to	vote or dispose, or d	irect th	e vote or dispositi	on of, 10	0% or more o	of a cla	ss of equity securities	of the issue
•	Each	executive (officer	and director	r of con	porate issuers and of	corpo	rate general and n	nanagin	g partners o	f partn	ership issuers; and	
•	Each	general and	វ ខាសាខុ	ging partne	r of pari	tnership issuers.							_
Check	Box(es)	that Apply:	Þ	Promoter	×	* Beneficial Owner	×	Executive Office	' <u>'</u>	Director		General and/or Managing Partner	
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3.	Does th	e offering	permit join	t ownersh	ip of a sin	gle unit?		*********	***************************************		•••••		>
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	(Check	"All States	s" or check	individua	l States)			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	************		• • • • • • • • • • • • • • • • • • • •	. 🗌 Al	1 States
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Type of Security Debt Equity S\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	3 2.	C. OFFERING PRICE, NUMBER OF INVESTORS EXPENSES AND USE OF I	PROCEEDS	
Type of Security Debt	1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\) and indicate in the columns below the amounts of the securities offered for exchange and		
Equity S \$ 1,00 S 20,000		Type of Security		Amount Already Sold
Convertible Securities (including warrants) Partnership Interests Other (Specify		Debt	s	
Convertible Securities (including warrants) Partnership Interests Other (Specify		Equity	s \$1.00	s 20,000
Partnership Interests		Common 🔀 Preferred	•	
Other (Specify		Convertible Securities (including warrants)	s	_ s
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number				
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number		Other (Specify)	\$. s
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number				5 800000
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors				
Non-accredited Investors	2.	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Numb a Investors	Dollar Amount
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filling under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Rule 505 Regulation A Rule 504 Total				3
Answer also in Appendix, Column 4, if filling under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Offering Type of Security Sold Rule 505			•	\$ 20,000
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Security Type of Security Sold Rule 505		•		\$
sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Type of Security Type of Security Sold Rule 505		•		
Type of Offering Rule 505	3.	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the		
Rule 505				Dollar Amount
Regulation A		••	•	Sold
Rule 504				\$
Total				s
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Rule 504		\$
securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Total		\$ 0.00
Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	4	securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is		
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Other Expenses (identify)		• -	_	s
. 1 -		• • • •	_	S
		Total	_	s 0.40, 200

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Scotlumn Totals Total Payments Listed (column totals added) DEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request on the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Big Eight Productions Signature Date Payments Listed (solven requested to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	8	 Enter the difference between the aggregate offering price given in response to Part C — Question do total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted goroceeds to the issuer." 	oss	s 0.000,000
Salaries and fees	c	ach of the purposes shown. If the amount for any purpose is not known, furnish an estimate the heck the box to the left of the estimate. The total of the payments listed must equal the adjusted gr	and	•
Purchase of real estate	·		Officers, Directors, & Affiliates	Others
Purchase, rental or leasing and installation of machinery and equipment	5	slaries and fees	[] \$	_ 0s_62,50
and equipment	F	urchase of real estate	🗆 \$	_ 🗆 S
Construction or leasing of plant buildings and facilities \$\ \\ \sigma_{\text{construction}} \\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	F	rurchase, rental or leasing and installation of machinery		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S				
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Big Eight Productions Amade A			∐ \$	_ []\$
Repayment of indebtedness Substitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Substitute Substitutes Substitute	0	ffering that may be used in exchange for the assets or securities of another		
Working capital S S Other (specify): S S Other (specify): S S Column Totals S O.00 S S Total Payments Listed (column totals added) S O.00 S S The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Big Eight Productions A Amelian S Signature Date 8-18-0-				
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Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Big Eight Productions Signature Date 8-18-0	-		_	
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Big Eight Productions Date 8-18-0-1	-		[] \$	_
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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Big Eight Productions Signature Date	τ	otal Payments Listed (column totals added)	[s_0	00/20,000
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Big Eight Productions & and 5 your 8-18-0	ignat he in	ure constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Com- formation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of the control of the con	nission, upon writt of Rule 502.	ule 505, the following en request of its staff,
Name of Signer (Pfint or Type) Title of Signer (Print or Pype)	Bi	a Eight Productions & and D. Home		8-07
Dan Lyons President	_			

-- ATTENTION --

intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No.

provisions of such rule?.....

Yes }

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature)	Date
Bia Eight Productio	of Janua Al Mon	8-18-07
Name (Print or Type)	Title (Print or Type)	
Dan Lyons	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Type of security and aggregate offering price offered in state (Part B-Item 1) Number of Accredited Number of Non-Accredited Non-Accred	Amount	Disqua under St (if yes, explan waiver	lification ate ULOE , attach ation of granted) -ltem 1)
	1		[
State Yes No Investors Amount Investors		Yes	No
AL			\succ
AK AK			X
AZ 🔀			X
AR			IX
CA			X
со			X
СТ			X
DE			\times
DC Equity\$1	\$1,500		X
FL S			X
GA S		, i	X
н			
ID C			
11 2 Equity \$1 2	\$,20,000		
IN S			
IA STATE OF THE ST			
KS			
KY S		Γ	IX.
LA			X
ME S			X
MD			
MA Equity #1	F1,000		X
MI			V
MN STATE OF THE ST			
MS			

Mary Mary		1		API	ENDIX		A STATE OF THE STA		
1	Intend to non-a investor	2 I to sell accredited s in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо		X							×
МТ									X
NE									
NV		$\left \times \right $							X
NH		X							\times
NJ		\sim							X
NM		\sim							X
NY	\times		Equity \$1				\$10,000		
NC		\times							X
ND	, .	\times							
ОН		\geq							
OK		\times					·		\boxtimes
OR	\times		Eguity \$1	ļ			\$1,000		\boxtimes
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RI		\times							
sc		><							X
SD							<u> </u>		
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тх		\times							\propto
UΤ			· · · · · · · · · · · · · · · · · · ·	<u> </u>					X
VT	\times		Equity 1				\$1,000		∇
VA	X		Fauity \$1			3	\$30,000		X
WA		\searrow	l ()						X
wv		> <							X
wı		\times							又

7	****	VARY:	The state of the s	APP	ENDIX:	。 一個學學		177-16	્ર કે
1	to non-a investor	2 it to sell accredited s in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 f investor and trchased in State t C-Item 2)		under St (if yes explan waiver	lification ate ULOE , attach lation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

